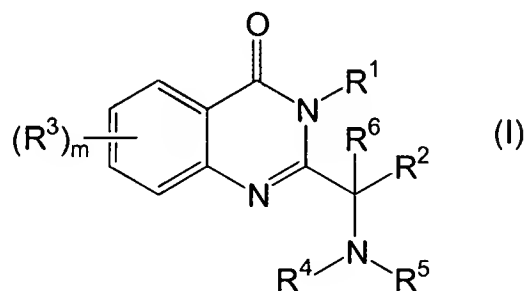


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Original) A compound of formula (I):



wherein:

m is an integer from 0 to 4;

R¹ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR⁷ or -N(R⁸)R⁹, with the proviso that R¹ is not 3- or 4-(1,1,1,3,3,3-hexafluoro-2-hydroxy-2-propyl)phenyl;

R², R⁴, R⁵ and R⁶ are selected from (a) and (b) as follows:

(a) R² and R⁶ are selected from (i) and (ii) as follows: (i) R² and R⁶ are each independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted

heteroaralkyl, optionally substituted cycloalkylalkyl, or optionally substituted heterocyclalkyl; or (ii) R^2 and R^6 together form optionally substituted alkylene or optionally substituted alkenylene; and

R^4 and R^5 are selected from (i) and (ii) as follows: (i) R^4 and R^5 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclalkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-N(R^8)R^9$, $-OR^7$, $-S(O)_jR^{11}$ where j is 1 or 2, $-B(R^{22})_2$, $-P(R^{22})_2$, $-P(O)(R^{22})_2$ and $-C(E)R^{23}$, where E is selected from O, S and NR^7 ; or (ii) R^4 and R^5 together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene; or

(b) R^2 and R^5 , or R^2 and R^4 , or R^6 and R^5 , or R^6 and R^4 , together form a 4, 5, 6 or 7 membered optionally substituted heterocyclalkyl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R^2 , R^4 , R^5 and R^6 are each independently selected as in (i) above;

each R^3 is independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclalkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-N(R^{12})R^{13}$, $-OR^{14}$, $-C(E)R^{15}$ where E is O, S or NR^7 , and $-S(O)_yR^{16}$ where y is 0, 1 or 2;

or any two R^3 groups, which substitute adjacent carbons on the ring, together form optionally substituted alkylene, optionally substituted alkenylene,

optionally substituted alkylendioxy, optionally substituted thioalkylenoxy, or optionally substituted alkylenedithioxy;

each R^7 is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

R^8 and R^9 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-S(O)_jR^{10}$ where j is 1 or 2, and $-C(M)R^{11}$, where M is selected from O and S;

or R^8 and R^9 together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{10} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

each R^{11} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted

heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$ and $-N(R^7)_2$;

R^{12} and R^{13} are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-C(M)R^{17}$ where M is O or S, and $-S(O)_jR^{18}$ where j is 1 or 2;

or R^{12} and R^{13} together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

R^{14} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or $-C(M)R^{17}$ where M is O or S;

R^{15} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OH$, $-OR^{14}$ or $-N(R^{12})R^{13}$;

R^{16} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OH$, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{17} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{18} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{19} is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R^{20} and R^{21} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R^{20} and R^{21} together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{22} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^7$ and $-N(R^7)_2$;

R^{23} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted

cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$, $-N(R^7)_2$, or $-N(R^7)N(R^7)_2$;

wherein each of the above R^1 - R^{23} groups, when substituted, are substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocycl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, cycloalkylcarbonyl, heterocyclcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$,

-OP(O)(R²⁵)₂, -N(R²⁴)C(O)R²⁶, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, -O-(CH₂)_y-O-), thioalkylenoxy (*i.e.*, -S-(CH₂)_y-O-) or alkylenedithioxy (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or two Q¹ groups, which substitute the same atom, together form alkylene;

each R²⁴ is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclalkyl;

each R²⁵ is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and -N(R²⁷)R²⁸,

R²⁶ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -N(R²⁷)R²⁸;

R²⁷ and R²⁸ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl,

or R²⁷ and R²⁸ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

and each Q¹ is optionally substituted by one or more substituents selected from Q²; where each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl,

alkyldiarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminomalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminom, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms

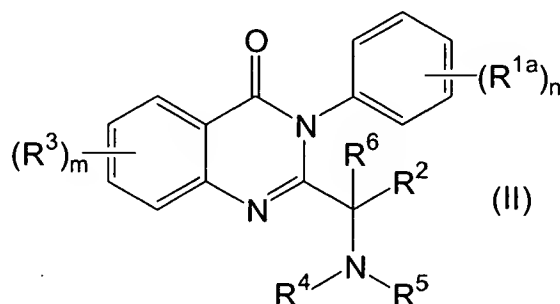
in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, -O-(CH₂)_y-O-), thioalkylenoxy (*i.e.*, -S-(CH₂)_y-O-) or alkylenedithioxy (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or two Q² groups, which substitute the same atom, together form alkylene,

where R²⁴, R²⁵, R²⁶, R²⁷ and R²⁸ are as defined above;

as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative thereof;

with the proviso that the compound of formula (I) can not be *N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide.

2. (Original) The compound of claim 1 wherein the compound of formula (I) is a compound of formula (II):



wherein:

n is an integer from 0 to 5;

m is an integer from 0 to 4;

each R^{1a} and R³ are independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -N(R¹²)R¹³, -OR¹⁴, -C(E)R¹⁵

where E is O, S or NR^7 , and $-\text{S}(\text{O})_y\text{R}^{16}$ where y is 0, 1 or 2, with the proviso that R^{1a} is not 3- or 4- $\text{C}(\text{OH})(\text{CF}_3)_2$;

or any two R^{1a} groups or R^3 groups, which substitute adjacent carbons on the ring, together with atoms to which they are attached, form optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted heteroaryl, or optionally substituted aryl;

R^2 , R^4 , R^5 and R^6 are selected from (a) and (b) as follows:

(a) R^2 and R^6 are selected from (i) and (ii) as follows: (i) R^2 and R^6 are each independently hydrogen or optionally substituted alkyl; or (ii) R^2 and R^6 together form alkylene or alkenylene;

R^4 and R^5 are selected from (i) and (ii) as follows: (i) R^4 and R^5 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, $-\text{N}(\text{R}^8)\text{R}^9$, $-\text{OR}^7$, $\text{S}(\text{O})_j\text{R}^{11}$ where j is 1 or 2, $-\text{B}(\text{R}^{22})_2$, $-\text{P}(\text{R}^{22})_2$, $-\text{P}(\text{O})(\text{R}^{22})_2$, and $-\text{C}(\text{E})\text{R}^{23}$ where E is selected from O, S and NR^7 ; or (ii) R^4 and R^5 together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

(b) R^2 and R^5 , or R^2 and R^4 , or R^6 and R^5 , or R^6 and R^4 , together form a 5, 6 or 7 membered optionally substituted heterocyclyl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R^2 , R^4 , R^5 and R^6 are each independently selected as in (i) above;

each R^7 is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl,

optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

R^8 and R^9 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-S(O)_jR^{10}$ where j is 1 or 2, and $-C(M)R^{11}$, where M is selected from O and S;

or R^8 and R^9 together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{10} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

each R^{11} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$ and $-N(R^7)_2$;

R^{12} and R^{13} are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally

substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-C(M)R^{17}$ where M is O or S, and $-S(O)_jR^{14}$ where j is 1 or 2; or R^{12} and R^{13} together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

R^{14} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or $-C(M)R^{17}$ where m is O or S;

R^{15} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OH$, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{16} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OH$, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{17} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{18} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{19}$ or $-N(R^{20})R^{21}$;

R^{19} is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R^{20} and R^{21} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R^{20} and R^{21} together form alkylene, alkenylene or alkyleneoxyalkylene;

each R^{22} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^7$ and $-N(R^7)_2$;

R^{23} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$, $-N(R^7)_2$, $-N(R^7)N(R^7)_2$;

wherein each of the above R^1 - R^{23} groups, when substituted, are substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl,

heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocarbonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl,

diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q¹ groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, -O-(CH₂)_y-O-), thioalkylenoxy (*i.e.*, -S-(CH₂)_y-O-) or alkylenedithioxy (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or two Q¹ groups, which substitute the same atom, together form alkylene;

each R²⁴ is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclylalkyl;

each R²⁵ is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and -N(R²⁷)R²⁸,

R²⁶ is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or -N(R²⁷)R²⁸;

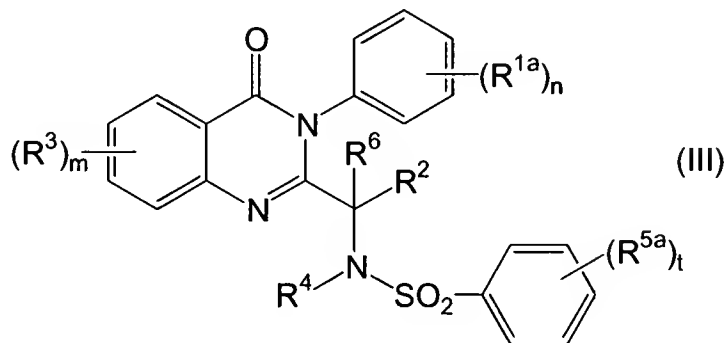
R²⁷ and R²⁸ are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl,

or R²⁷ and R²⁸ together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

and each Q¹ is optionally substituted by one or more substituents selected from Q²; where each Q² is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclysulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene, where R^{24} , R^{25} , R^{26} , R^{27} and R^{28} are as defined above; as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative thereof.

3. (Original) The compound of claim 2 wherein the compound of formula (II) is a compound of formula (III):



wherein:

n is an integer from 0 to 5;

m is an integer from 0 to 4;

t is an integer from 0 to 5;

each R^{1a} is independently selected from the group consisting of alkyl, hydroxy, alkoxy, alkoxyalkoxy, aralkoxy, amino, alkylamino, dialkylamino, halo, haloalkyl, haloalkoxy, cyano, carboxy, alkoxycarbonyl, alkoxycarbonylalkoxy, heteroaryl, heterocyclyl, heterocyclylalkoxy, and aryl (optionally substituted by one or more substituents selected from the group consisting of alkyl, alkoxy, halo, cyano, carboxy, cyano, and alkoxycarbonyl);

R^2 is hydrogen or alkyl

each R^3 is independently selected from the group consisting of alkyl, alkoxy, halo, hydroxy, aralkoxy, alkoxycarbonylalkoxy, aryl (optionally substituted by one or more substituents independently selected from the group consisting of alkyl, halo, alkoxy, carboxy, alkoxycarbonyl, cyano), heteroaryl and heterocyclyl;

R^4 is hydrogen or alkyl;

each R^{5a} is independently selected from the group consisting of alkyl, alkoxy, halo, alkylcarbonyl, haloalkyl, haloalkoxy, aryl, cyano, carboxy, alkoxycarbonyl, nitro, and $-N(R^{24})C(O)R^{26}$;

or two adjacent R^{5a} groups form an aryl, heterocyclyl or heteroaryl; and
R⁶ is hydrogen or alkyl.

4. (Currently amended) The compound of claim 3 wherein m is 0 or 1, n is 1 and each R^{1a} is independently selected from alkoxy, halo, haloalkyl, haloalkoxy, cyano, optionally substituted aryl, heterocyclyl and heteroaryl.

5. (Currently amended) The compound of claim 4 selected from the group consisting of the following:

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;

N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;

4-methoxy-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;

4-chloro-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,4-dimethylbenzenesulfonamide;

4-({1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-methyl-sulfamoyl)-benzoic acid;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

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4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;
N-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;
4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-butyl-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
N-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;
2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;
N-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;
4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;
4-butyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

N-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

4-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-isopropyl-*N*-{1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-ethoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-isopropoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-isobutoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-*n*-butoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-methoxy-*N*-{1-[3-(4-cyanophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide; and

4-*tert*-butyl-*N*-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-cyanophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-chloro-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-isopropyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide;

4-*tert*-butyl-*N*-{1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-isopropyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-[1-(3-biphenyl-4-yl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(3'-methoxy-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(3'-chloro-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[3-(4'-methyl-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(2'-chloro-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4'-chloro-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(2'-methoxy-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4'-methoxy-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4'-(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-4-carboxylic acid;

4-*tert*-butyl-*N*-{1-[3-(4'-cyano-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-thiophen-3-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzenesulfonamide;

4'-(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-3-carboxylic acid methyl ester;

4'-(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-4-carboxylic acid methyl ester;

4'-(2-{1-[(4-*tert*-butylbenzenesulfonyl)-methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-biphenyl-3-carboxylic acid;

4-*tert*-butyl-*N*-methyl-*N*-(1-[4-oxo-3-(4-pyrrolidin-1-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl)benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-(1-[4-oxo-3-(4-piperidin-1-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl)benzenesulfonamide; and

4-*tert*-butyl-*N*-methyl-*N*-(1-[4-oxo-3-(4-thiophen-2-ylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl)benzenesulfonamide.

6. (Original) The compound of claim 3 wherein *m* is 0 or 1, *n* is 1, 2 or 3 and each R^{1a} is selected from alkyl.

7. (Original) The compound of claim 6 selected from the group consisting of the following:

quinoline-8-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

naphthalene-1-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

naphthalene-2-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

2-naphthalen-1-yl-ethanesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-(1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl)-2,2-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
3,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
4,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
N-methyl-*C*-phenyl-methanesulfonamide;

4-acetyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
N-methyl-3-trifluoromethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
N-methyl-4-trifluoromethoxy-benzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
2,5,*N*-trimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
3,4-dimethoxy-*N*-methylbenzenesulfonamide;

N-[4-({1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
yl]ethyl}-methyl-sulfamoyl)-phenyl]-acetamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
2,4,6,*N*-tetramethylbenzenesulfonamide;

2-phenyl-ethenesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-
dihydroquinazolin-2-yl]ethyl}methanamide;

2,2,5,6,8-pentamethyl-chroman-7-sulfonic acid {1-[3-(2,4-
dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-
3,4-difluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-5-fluoro-2,*N*-dimethylbenzenesulfonamide;

3,5-dimethyl-isoxazole-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-fluoro-*N*-methylbenzenesulfonamide;

2,4,6-trichloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

3-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-fluoro-*N*-methylbenzenesulfonamide;

2-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

5-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,5-dimethoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,3,4-trifluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-cyano-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-butyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-(1,1-dimethyl-propyl)-*N*-methylbenzenesulfonamide;

4-butoxy-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2-methoxy-4-*N*-dimethylbenzenesulfonamide;

4-chloro-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2,5-*N*-trimethylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-methanesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methoxy-benzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

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4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-methoxy-*N*-methylbenzenesulfonamide;

4-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

octane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

quinoline-8-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

naphthalene-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methylamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4,*N*-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-3-trifluoromethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-4-trifluoromethoxy-benzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,5,*N*-trimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3,4-dimethoxy-*N*-methylbenzenesulfonamide;

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N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-
2,4,6-*N*-tetramethylbenzenesulfonamide;

2,2,5,6,8-pentamethyl-chroman-7-sulfonic acid [3-(2,4-dimethylphenyl)-
4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3,4-
difluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
ylmethyl]-2,4-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-5-
fluoro-2,4-dimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-
methyl-4-trifluoromethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3-
fluoro-*N*-methylbenzenesulfonamide;

2,4,6-trichloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
ylmethyl]-*N*-methylbenzenesulfonamide;

3-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
ylmethyl]-4-fluoro-*N*-methylbenzenesulfonamide;

2-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
ylmethyl]-*N*-methylbenzenesulfonamide;

5-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-
ylmethyl]-2-methoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,5-
dimethoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-
2,3,4-trifluoro-*N*-methylbenzenesulfonamide;

3-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

4-cyano-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

4-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-(1,1-dimethylpropyl)-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-4-isopropyl-*N*-methylbenzenesulfonamide;

4-butoxy-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-3-methoxy-*N*-methylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2-methoxy-4-*N*-dimethylbenzenesulfonamide;

4-chloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-2,5-*N*-trimethylbenzenesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-3,5-bis-trifluoromethylbenzenesulfonamide; and

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methyl-4-nitro-benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

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N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4,*N*-dimethylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-chloro-*N*-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-4-trifluoromethylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-*tert*-butylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-*tert*-butylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-*tert*-butylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-isopropyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

4-*tert*-butyl-*N*-[1-(6-methoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[1-(6-hydroxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

N-[1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid [1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]methanamide;

N-[1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-isopropyl-*N*-methylbenzenesulfonamide;

N-[1-(6-benzyloxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-[1-(6-isobutoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

N-[1-(6-butoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-6-yl)acetic acid ethyl ester;

4-*tert*-butyl-*N*-[1-(6-ethoxy-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-6-thiophen-3-yl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-6-phenyl-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-6-thiophen-2-yl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[3-(2'-methyl-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[3-(3'-methyl-biphenyl-4-yl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-6-*o*-tolyl-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3,6-di-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(2-chlorophenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(4-chlorophenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(2-methoxyphenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(3-methoxyphenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-(4-methoxyphenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

3-(2-{1-[(4-*tert*-butyl-benzenesulfonyl)methylamino]ethyl}-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-6-yl)benzoic acid methyl ester;

4-(2-{1-[(4-*tert*-butyl-benzenesulfonyl)methylamino]ethyl}-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-6-yl)-benzoic acid methyl ester;

3-(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-6-yl)benzoic acid;

4-*tert*-butyl-*N*-{1-[6-(4-cyanophenyl)-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(6-morpholin-4-yl-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide; and

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-6-*m*-tolyl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-6-pyrrolidin-1-yl-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-[2-{1-[(4-*tert*-butyl-benzenesulfonyl)methylamino]ethyl}-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-6-yl]benzoic acid;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-6-piperidin-1-yl-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide; and

4-*tert*-butyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide.

8. (Cancelled)

9. (Cancelled)

10. (Original) The compound of claim 3 wherein *m* is 0 or 1, *n* is 0 or 1 and each R^{1a} is selected from carboxy, dialkylamino, hydroxy, alkoxyalkoxy, alkoxycarbonylalkoxy, aralkoxy, and heterocyclalkoxy.

11. (Original) The compound of claim 10 selected from the group consisting of the following:

4-(2-{1-[(4-*tert*-butyl-benzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)-benzoic acid;

4-*tert*-butyl-*N*-{1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

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N-{1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-isopropyl-*N*-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

N-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-methoxy-*N*-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4,*N*-dimethyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-chloro-*N*-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

N-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-trifluoromethylbenzenesulfonamide;

N-{1-[3-(4-benzyloxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-*tert*-butyl-*N*-methylbenzenesulfonamide;

N-{1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-*N*-methylbenzenesulfonamide;

biphenyl-4-sulfonic acid {1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

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4-*tert*-butyl-*N*-{1-[3-(4-hydroxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[5-hydroxy-3-(4-hydroxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-(1-{4-oxo-3-[4-(2-piperidin-1-yl-ethoxy)phenyl]-3,4-dihydroquinazolin-2-yl}ethyl)benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-(1-{3-[4-(2-morpholin-4-yl-ethoxy)phenyl]-4-oxo-3,4-dihydroquinazolin-2-yl}ethyl)benzenesulfonamide;

[4-(2-{1-[(4-*tert*-butylbenzenesulfonyl)methylamino]ethyl}-4-oxo-4*H*-quinazolin-3-yl)phenoxy]acetic acid ethyl ester; and

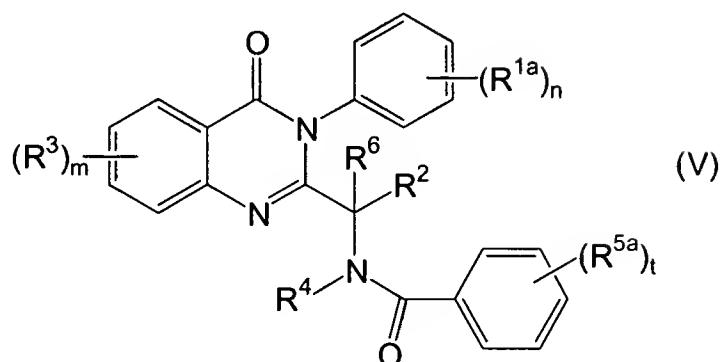
4-*tert*-butyl-*N*-(1-{3-[4-(2-methoxyethoxy)phenyl]-4-oxo-3,4-dihydroquinazolin-2-yl}ethyl)-*N*-methylbenzenesulfonamide.

12. (Cancelled)

13. (Cancelled)

14. (Cancelled)

15. (Original) The compound of Claim 2 wherein the compound of formula (II) is a compound of formula (V):



wherein:

m is an integer from 0 to 4;

n is an integer from 0 to 5;

t is an integer from 0 to 5;

each R^{1a} is selected from the group consisting of alkyl, alkoxy, aralkoxy, halo, haloalkyl, haloalkoxy, amino, alkylamino, and dialkylamino;

R^2 , R^4 and R^6 are each independently hydrogen or alkyl;

each R^3 is independently selected from the group consisting of alkyl, alkoxy, and halo; and

each R^{5a} is independently selected from the group consisting of alkyl, alkoxy, alkoxycarbonyl, halo, and aryl

or two adjacent R^{5a} groups form an aryl, heterocyclyl or heteroaryl.

16. (Original) The compound of claim 15 wherein m is 0 or 1, n is 1 and each R^{1a} is alkoxy.

17. (Original) The compound of claim 16 selected from the group consisting of the following:

4-chloro-N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

3-methoxy-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

4-methoxy-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

4-*tert*-butyl-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

N-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-terephthalamic acid methyl ester;

2,4-dichloro-*N*-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

benzo[1,3]dioxole-5-carboxylic acid [3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]amide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-terephthalamic acid methyl ester;

2-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

3-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

4-methoxy-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-8-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-5-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[7-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-7-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[8-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methylamide;

4-*tert*-butyl-*N*-{1-[5-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

4-*tert*-butyl-*N*-{1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(3-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(2-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl} methylamide;

4-*tert*-butyl-*N*-{1-[8-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide; and

4-*tert*-butyl-*N*-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide.

18. (Original) The compound of claim 15 wherein *m* is 0 or 1, *n* is 1, 2 or 3 and each R^{1a} is selected from alkyl.

19. (Original) The compound of claim 18 selected from the group consisting of the following:

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

benzo[1,3]dioxole-5-carboxylic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]amide;

2,4-dichloro-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]benzamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-terephthalamic acid methyl ester;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-terephthalamic acid methyl ester;

benzo[1,3]dioxole-5-carboxylic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

4-*tert*-butyl-*N*-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-*N*-methylbenzamide;

4-*tert*-butyl-*N*-{1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(3,5-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-{1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-*tert*-butyl-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-benzamide;

benzo[1,3]dioxole-5-carboxylic acid methyl-[1-(4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

benzo[1,3]dioxole-5-carboxylic acid [1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]methanamide; and

N-[1-(6-bromo-4-oxo-3-*p*-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]-4-*tert*-butyl-*N*-methylbenzamide.

20. (Original) The compound of claim 15 wherein *m* is 0 or 1, *n* is 0 or 1 and each R^{1a} is independently selected from dialkylamino, aralkoxy, halo, haloalkyl and haloalkoxy.

21. (Original) The compound of claim 20 selected from the group consisting of the following:

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-*N*-{1-[3-(4-dimethylamino-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(4-benzyloxy-phenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-*tert*-butyl-*N*-methylbenzamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-2-methoxy-*N*-methylbenzamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-3-methoxy-*N*-methylbenzamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-methoxy-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-terephthalamic acid methyl ester;

4-*tert*-butyl-*N*-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]benzamide;

benzo[1,3]dioxole-5-carboxylic acid methyl-[1-(4-oxo-3-phenyl-3,4-dihydroquinazolin-2-yl)ethyl]amide;

benzo[1,3]dioxole-5-carboxylic acid {1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(4-bromophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-*tert*-butyl-*N*-methylbenzamide;

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}benzamide; and

benzo[1,3]dioxole-5-carboxylic acid methyl-{1-[4-oxo-3-(4-trifluoromethoxyphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide;

4-*tert*-butyl-*N*-{1-[3-(4-fluorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzamide;

benzo[1,3]dioxole-5-carboxylic acid methyl-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-amide; and

4-*tert*-butyl-*N*-methyl-*N*-{1-[4-oxo-3-(4-trifluoromethylphenyl)-3,4-dihydroquinazolin-2-yl]ethyl}-benzamide.

22. (Original) The compound of claim 1 wherein R^1 is hydrogen, optionally substituted alkyl, optionally substituted aryl, or optionally substituted aralkyl.

23. (Cancelled)

24. (Cancelled)

25. (Currently amended) The compound of ~~claim 24~~ claim 22 wherein R^1 is optionally substituted phenyl, and is selected with the proviso that it is not substituted at the 3- or 4-position with $-C(OH)(CF_3)_2$.

26. (Original) The compound of claim 2 wherein any two R^{1a} or R^3 groups, which substitute adjacent carbons on the ring, together form alkylene, alkenylene, alkylenedioxy, thioalkylenoxy, or alkylenedithioxy.

27. (Original) The compound of claim 2 wherein R^{1a} is not $-C(OH)(CF_3)_2$.

28. (Original) The compound of claim 1 wherein R^6 is hydrogen.

29. (Original) The compound of claim 1 wherein n is 0, 1 or 2.

30. (Original) The compound of claim 1 wherein m is 1.

31. (Original) The compound of claim 2 wherein each R^{1a} is independently halo, pseudohalo, optionally substituted alkyl, optionally substituted alkoxy, optionally substituted aryl, optionally substituted dialkylamino, optionally

substituted aralkoxy, hydroxy, optionally substituted heteroaryl, optionally substituted heterocyclyl or optionally substituted cycloalkyl.

32. (Cancelled)

33. (Currently amended) The compound of ~~claim 32~~ claim 31 wherein each R^{1a} is independently chloro, fluoro, ethyl, methyl, methoxy, bromo, cyano, phenyl, *tert*-butyl, trifluoromethoxy, dimethylamino, trifluoromethyl, benzyloxy, hydroxy, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 2-methoxyphenyl, 3-methoxyphenyl, 4-methoxyphenyl, ethoxy, isopropoxy, butoxy, isobutoxy, 2-(*N*-morpholino)ethoxy, 2-methoxyethoxy, 4-cyanophenyl, 2-thienyl, 3-thienyl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, 3-carboxyphenyl, *N*-pyrrolidinyl, or *N*-morpholinyl.

34. (Original) The compound of claim 1 wherein R² is hydrogen or optionally substituted alkyl, and R⁶ is hydrogen.

35. (Cancelled)

36. (Currently amended) The compound of ~~claim 35~~ claim 34 wherein R² is hydrogen, methyl or ethyl.

37. (Original) The compound of claim 1 wherein each R³ is independently optionally substituted alkyl, halo, pseudohalo, optionally substituted alkoxy, hydroxy, optionally substituted aralkoxy, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted heterocyclyl, or optionally substituted cycloalkyl.

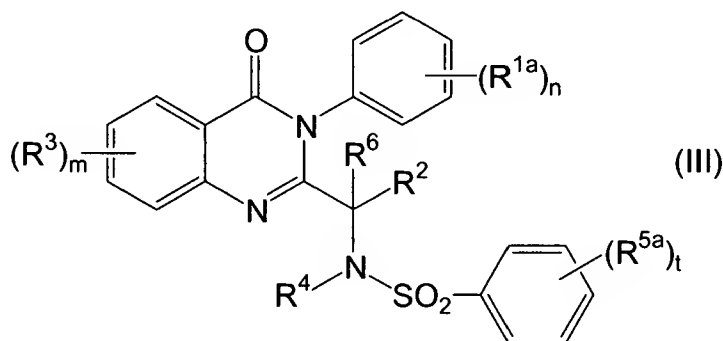
38. (Cancelled)

39. (Currently amended) The compound of ~~claim 38~~ claim 37 wherein each R^3 is independently methyl, chloro, methoxy, hydroxy, bromo, ethoxy, isopropoxy, isobutoxy, butoxy, benzyloxy, ethoxycarbonylmethoxy, phenyl, 2-thienyl, 3-thienyl, 2-methylphenyl, 3-methylphenyl, 4-methylphenyl, 2-chlorophenyl, 3-chlorophenyl, 4-chlorophenyl, 3-methoxyphenyl, 4-methoxyphenyl, 4-carboxyphenyl, *N*-pyrrolidinyl, *N*-morpholinyl, 3-methoxycarbonylphenyl, 4-methoxycarbonylphenyl, 3-carboxyphenyl, 4-cyanophenyl, or piperidinyl.

40. (Original) The compound of claim 1 wherein one of R^4 and R^5 is $-\text{SO}_2$ -(optionally substituted aryl).

41. (Original) The compound of claim 1 wherein one of R^4 and R^5 is $-\text{SO}_2$ -(optionally substituted phenyl).

42. (Original) The compound of claim 2 wherein the compound has formula (III):



or a pharmaceutically acceptable derivative thereof, wherein:

t is an integer from 0 to 5;

R^{1a} , R^2 , R^3 , R^4 , R^6 , n and m are as defined above;

each R^{5a} is independently optionally substituted alkyl, optionally substituted alkoxy, optionally substituted heteroaryl, optionally substituted aryl, optionally substituted heterocyclyl, halo, pseudohalo;

or any two R^{5a} substituents, which substitute adjacent atoms on the ring, together form a optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, or optionally substituted heteroaryl ring having 5 or 6 members in the ring and where the heteroatoms, if present, are selected from O, S and optionally substituted N;

where R^{5a}, when substituted, is substituted with one or more, in one embodiment one to five, in another embodiment one, two or three, substituents each independently selected from Q¹, as defined above.

43. (Original) The compound of claim 42 wherein any two R^{5a} groups, which substitute adjacent carbons on the ring, together form -N=C(R²⁹)-C(R²⁹)=C(R²⁹)- or -C(R²⁹)=C(R²⁹)-C(R²⁹)=C(R²⁹)-,

where each R²⁹ is independently hydrogen, halo, pseudohalo, optionally substituted alkyl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted aralkyl, or optionally substituted heteroaralkyl;

where R^{5a} and R²⁹, when substituted, are substituted with one or more, in one embodiment one to five, in another embodiment one, two or three, substituents each independently selected from Q¹, as defined above.

44. (Cancelled)

45. (Original) The compound of claim 42 wherein each R^{5a} is independently *tert*-butyl, methoxy, methyl, trifluoromethoxy, 2-thienyl, fluoro, chloro,

trifluoromethyl, phenyl, cyano, *n*-propyl, 1,1-dimethylpropyl, isopropyl, butoxy or *n*-butyl; or any two R^{5a} groups, which substitute adjacent carbons on the ring, together form -N=C(H)-C(H)=CH- or -C(H)=C(H)-C(H)=C(H)-.

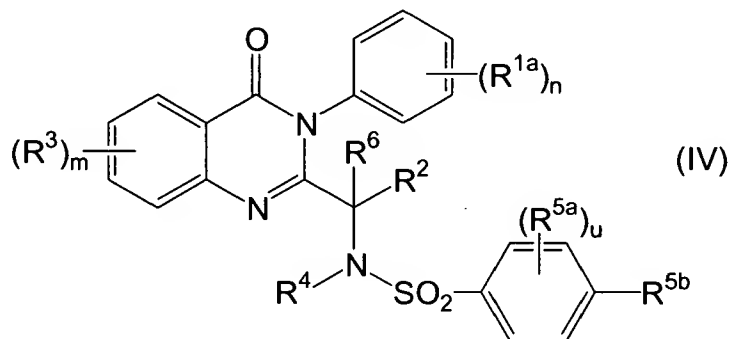
46. (Original) The compound of claim 42 wherein R⁴ is hydrogen, optionally substituted alkyl, optionally substituted aralkyl, or optionally substituted heteroaralkyl.

47. (Cancelled)

48. (Currently amended) The compound of ~~claim 47~~ claim 46 wherein R⁴ is hydrogen, methyl, 2-methoxy-1-ethyl, propyl, isobutyl, butyl, pentyl, isopentyl, hexyl, benzyl, phenethyl or 2-thienylmethyl.

49. (Original) The compound of claim 42 wherein one R^{5a} group is 4-*tert*-butyl or 4-isopropyl.

50. (Original) The compound of claim 2 wherein the compound has formula (IV):



or a pharmaceutically acceptable derivative thereof, wherein R^{1a}, R², R³, R⁴, R⁶, R^{5a}, m and n are selected as above; u is an integer from 0 to 4; and R^{5b} is *tert*-butyl or isopropyl.

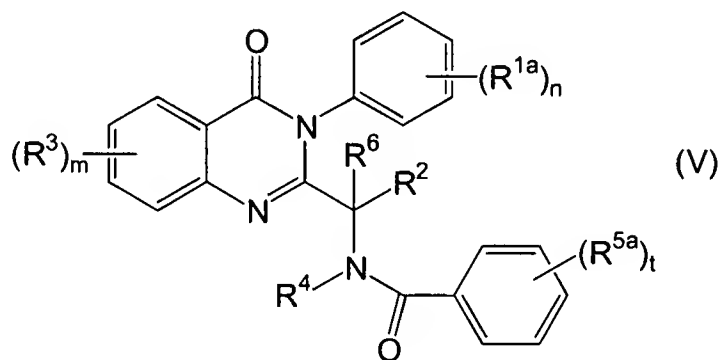
51. (Currently amended) The compound of claim 50 wherein R^{5b} is tert-butyl or isopropyl.

52. (Cancelled)

53. (Original) The compound of claim 1 wherein one of R⁴ and R⁵ is -C(O)-(optionally substituted aryl).

54. (Original) The compound of claim 53 wherein one of R⁴ and R⁵ is -C(O)-(optionally substituted phenyl).

55. (Original) The compound of claim 2 wherein the compound has formula (V):



or a pharmaceutically acceptable derivative thereof, wherein R^{1a}, R², R³, R⁴, R⁶, R^{5a}, t, n and m are as defined above.

56. (Original) The compound of claim 55 wherein each R^{1a} is independently halo, optionally substituted alkyl, or optionally substituted alkoxy, where the substituents, when present, are each independently selected from Q^I, as defined above.

57. (Cancelled)

58. (Currently amended) The compound of ~~claim 57~~ claim 56 wherein each R^{1a} is independently methoxy, methyl, chloro or fluoro.

59. (Original) The compound of claim 55 wherein R² is hydrogen or optionally substituted alkyl, where the substituents, when present, are each independently selected from Q¹, as defined above.

60. (Cancelled)

61. (Currently amended) The compound of ~~claim 60~~ claim 59 wherein R² is hydrogen or methyl.

62. (Original) The compound of claim 55 wherein each R³ is independently hydrogen or optionally substituted alkoxy, where the substituents, when present, are each independently selected from Q¹, as defined above.

63. (Cancelled)

64. (Currently amended) The compound of ~~claim 63~~ claim 62 wherein each R³ is independently hydrogen or methoxy.

65. (Original) The compound of claim 55 wherein R⁴ is optionally substituted alkyl, where the substituents, when present, are each independently selected from Q¹, as defined above.

66. (Cancelled)

67. (Currently amended) The compound of ~~claim 66~~ claim 65 wherein R⁴ is methyl or butyl.

68. (Original) The compound of claim 55 wherein R⁶ is hydrogen.

69. (Original) The compound of claim 55 wherein each R^{5a} is independently optionally substituted alkyl, where the substituents, when present, are each independently selected from Q¹, as defined above.

70. (Cancelled)

71. (Currently amended) The compound of ~~claim 70~~ claim 69 wherein R^{5a} is *tert*-butyl.

72. (Original) The compound of claim 1 wherein one of R⁴ and R⁵ is -C(O)-(optionally substituted alkyl), where the substituents, when present, are each independently selected from Q¹, as defined above.

73. (Cancelled)

74. (Currently amended) The compound of ~~claim 73~~ claim 72 wherein one of R⁴ and R⁵ is -C(O)-octyl.

75. (Original) The compound of claim 1 wherein one of R⁴ and R⁵ is -C(O)-N(R⁸)R⁹, where R⁸ and R⁹ are each independently selected from hydrogen,

optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

or R⁸ and R⁹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

where R⁸ and R⁹ are each independently unsubstituted or substituted with one or more, in one embodiment one to five, in another embodiment one, two or three, substituents each independently selected from Q¹, as defined above.

76. (Original) The compound of claim 75 wherein R⁸ and R⁹ are each independently selected from hydrogen, optionally substituted cycloalkyl, and optionally substituted aryl.

77. (Cancelled)

78. (Currently amended) The compound of ~~claim 77~~ claim 76 wherein R⁸ is hydrogen and R⁹ is cyclohexyl, 4-nitrophenyl, 2-methoxyphenyl, 3-cyanophenyl, 3,4-dichlorophenyl, 2,6-diisopropylphenyl, 2-methylphenyl, 2-trifluoromethylphenyl, 2-fluorophenyl, 3-fluorophenyl, 3-methylphenyl, 3-chlorophenyl, 2,6-dimethylphenyl or 3-trifluoromethylphenyl.

79. (Cancelled)

80. (Currently amended) The compound of ~~claim 79~~ claim 1 wherein R⁴ and R⁵ together form -CH₂-C(H)(Me)-N(R³⁰)-CH₂-CH₂-, where R³⁰ is optionally

substituted heteroarylcarbonyl, optionally substituted alkylcarbonyl, optionally substituted arylcarbonyl, optionally substituted arylsulfonyl, optionally substituted alkylaminocarbonyl, or optionally substituted arylaminocarbonyl.

81. (Original) The compound of claim 80 wherein R³⁰ is 2-thienylcarbonyl, butyryl, 4-fluorobenzoyl, benzyloxyacetyl, diphenylacetyl, 4-nitrobenzoyl, 2,5-dichlorobenzenesulfonyl, *tert*-butylaminocarbonyl, phenylaminocarbonyl, 2,3-dichlorophenylaminocarbonyl, 4-*tert*-butylphenylsulfonyl or 3,4-methylenedioxybenzoyl.

82. (Cancelled)

83. (Currently amended) The compound of ~~claim 82~~ claim 1 wherein Q² is nitro, fluoro, benzyloxy or chloro; or any two Q² groups, which substitute adjacent carbons, together form methylenedioxy.

84. (Currently amended) A method of treating, preventing, or ameliorating the symptoms of a disease or disorder that is modulated or otherwise affected by nuclear receptor activity or in which nuclear receptor activity is implicated, comprising administering to a subject in need thereof an effective amount of a compound of ~~claims 1-83~~ claim 1.

85. (Original) The method of claim 84, wherein the disease or disorder is selected from hypercholesterolemia, hyperlipoproteinemia, hypertriglyceridemia, lipodystrophy, hyperglycemia, diabetes mellitus, dyslipidemia, atherosclerosis, gallstone disease, acne vulgaris, acneiform skin conditions, diabetes, Parkinson's disease, cancer, Alzheimer's disease, inflammation, immunological disorders,

lipid disorders, obesity, conditions characterized by a perturbed epidermal barrier function, hyperlipidemia, cholestasis, peripheral occlusive disease, ischemic stroke, conditions of disturbed differentiation or excess proliferation of the epidermis or mucous membrane, and cardiovascular disorders.

86. (Currently amended) A method of reducing cholesterol levels in a subject in need thereof, comprising administering an effective amount of a compound of ~~claims 1-83~~ claim 1.

87. (Currently amended) A method of treating, preventing, or ameliorating one or more symptoms of a disease or disorder which is affected by cholesterol, triglyceride, or bile acid levels, comprising administering to a subject in need thereof an effective amount of a compound of ~~claims 1-83~~ claim 1.

88. (Currently amended) A method of modulating nuclear receptor activity, comprising contacting the nuclear receptor with a compound of ~~claims 1-83~~ claim 1.

89. (Original) The method of claim 88, wherein the nuclear receptor is an orphan nuclear receptor.

90. (Original) The method of claim 88, wherein the nuclear receptor is farnesoid X receptor (FXR).

91. (Original) The method of claim 88, wherein the compound is a nuclear receptor agonist.

92. (Original) The method of claim 88, wherein the compound is a nuclear receptor antagonist.

93. (Currently amended) A method of modulating cholesterol metabolism, comprising administering an effective amount of a compound of ~~claims 1-83~~ claim 1.

94. (Currently amended) A method of treating, preventing or ameliorating one or more symptoms of hypocholesterolemia in a subject in need thereof, comprising administering an effective amount of a compound of ~~claims 1-83~~ claim 1.

95. (Currently amended) A method of increasing cholesterol efflux from cells of a subject, comprising administering an effective amount of a compound of ~~claims 1-83~~ claim 1.

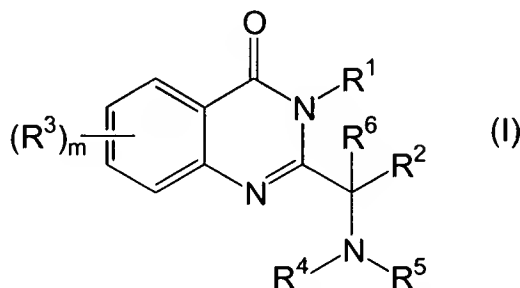
96. (Currently amended) A method of increasing the expression of ATP-Binding Cassette (ABC1) in the cells of a subject, comprising administering an effective amount of a compound of ~~claims 1-83~~ claim 1.

97. (Currently amended) An *in vitro* method for altering nuclear receptor activity, comprising contacting the nuclear receptor with a compound of ~~claims 1-83~~ claim 1.

98. (Currently amended) The method of ~~any of claims 84-97~~ claim 84, wherein a second active agent selected from antihyperlipidemic agents, plasma HDL-raising agents, antihypercholesterolemic agents, cholesterol biosynthesis inhibitors (such as HMG CoA reductase inhibitors, such as lovastatin, simvastatin, pravastatin,

fluvastatin, atorvastatin and rivastatin), acyl-coenzyme A:cholesterol acyltransferase (ACAT) inhibitors, probucol, raloxifene, nicotinic acid, niacinamide, cholesterol absorption inhibitors, bile acid sequestrants (such as anion exchange resins, or quaternary amines (*e.g.*, cholestyramine or colestipol)), low density lipoprotein receptor inducers, clofibrate, fenofibrate, benzofibrate, ciprofibrate, gemfibrozil, vitamin B₆, vitamin B₁₂, anti-oxidant vitamins, β -blockers, anti-diabetes agents, angiotensin II antagonists, angiotensin converting enzyme inhibitors, platelet aggregation inhibitors, fibrinogen receptor antagonists, aspirin and fibric acid derivatives; is administered simultaneously with, prior to, or after administration of the compound.

99. (Original) A pharmaceutical composition, comprising, in a pharmaceutically acceptable carrier, a compound of formula (I):



wherein:

m is an integer from 0 to 4;

R¹ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclylalkyl, -OR⁷ or -N(R⁸)R⁹, with the proviso that R¹ is not 3- or 4-(1,1,1,3,3,3-hexafluoro-2-hydroxy-2-propyl)phenyl;

R², R⁴, R⁵ and R⁶ are selected from (a) and (b) as follows:

(a) R^2 and R^6 are selected from (i) and (ii) as follows: (i) R^2 and R^6 are each independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, or optionally substituted heterocyclalkyl; or (ii) R^2 and R^6 together form optionally substituted alkylene or optionally substituted alkenylene; and

R^4 and R^5 are selected from (i) and (ii) as follows: (i) R^4 and R^5 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, - $N(R^8)R^9$, - OR^7 , - $S(O)_jR^{11}$ where j is 1 or 2, - $B(R^{22})_2$, - $P(R^{22})_2$, - $P(O)(R^{22})_2$ and - $C(E)R^{23}$, where E is selected from O, S and NR^7 ; or (ii) R^4 and R^5 together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene; or

(b) R^2 and R^5 , or R^2 and R^4 , or R^6 and R^5 , or R^6 and R^4 , together form a 4, 5, 6 or 7 membered optionally substituted heterocycl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R^2 , R^4 , R^5 and R^6 are each independently selected as in (i) above;

each R^3 is independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted

cycloalkylalkyl, optionally substituted heterocyclalkyl, $-N(R^{12})R^{13}$, $-OR^{14}$, $-C(E)R^{15}$ where E is O, S or NR^7 , and $-S(O)_yR^{16}$ where y is 0, 1 or 2;

or any two R^3 groups, which substitute adjacent carbons on the ring, together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkylenedioxy, optionally substituted thioalkylenoxy, or optionally substituted alkylenedithioxy;

each R^7 is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclalkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

R^8 and R^9 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclalkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-S(O)_jR^{10}$ where j is 1 or 2, and $-C(M)R^{11}$, where M is selected from O and S;

or R^8 and R^9 together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{10} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclalkyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

each R^{11} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$ and $-N(R^7)_2$;

R^{12} and R^{13} are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-C(M)R^{17}$ where M is O or S, and $-S(O)_jR^{18}$ where j is 1 or 2;

or R^{12} and R^{13} together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

R^{14} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or $-C(M)R^{17}$ where M is O or S;

R^{15} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OH$, $-OR^{14}$ or $-N(R^{12})R^{13}$;

R^{16} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted

heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁷ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁸ is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R¹⁹ is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R²⁰ and R²¹ are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R²⁰ and R²¹ together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R²² is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR⁷ and -N(R⁷)₂;

R^{23} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$, $-N(R^7)_2$, or $-N(R^7)N(R^7)_2$;

wherein each of the above R^1 - R^{23} groups, when substituted, are substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, cycloalkylcarbonyl, heterocyclcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino,

alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene;

each R^{24} is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclylalkyl;

each R^{25} is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and $-N(R^{27})R^{28}$,

R^{26} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-N(R^{27})R^{28}$;

R^{27} and R^{28} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl,

or R^{27} and R^{28} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

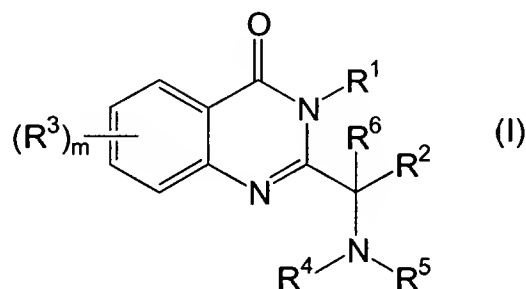
and each Q^1 is optionally substituted by one or more substituents selected from Q^2 ; where each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile,

nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminominoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylaminomino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclylsulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyano, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy,

arylamino sulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxy sulfonyl, aminosulfonyl, alkylamino sulfonyl, dialkylamino sulfonyl, arylamino sulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q² groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, -O-(CH₂)_y-O-), thioalkylenoxy (*i.e.*, -S-(CH₂)_y-O-) or alkylenedithioxy (*i.e.*, -S-(CH₂)_y-S-) where y is 1 or 2; or two Q² groups, which substitute the same atom, together form alkylene, where R²⁴, R²⁵, R²⁶, R²⁷ and R²⁸ are as defined above; as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative thereof

100. (Original) A pharmaceutical composition, comprising, in a pharmaceutically acceptable carrier:

(i) a compound of formula (I):



wherein:

m is an integer from 0 to 4;

R¹ is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted

cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^7$ or $-N(R^8)R^9$, with the proviso that R^1 is not 3- or 4-(1,1,1,3,3,3-hexafluoro-2-hydroxy-2-propyl)phenyl;

R^2 , R^4 , R^5 and R^6 are selected from (a) and (b) as follows:

(a) R^2 and R^6 are selected from (i) and (ii) as follows: (i) R^2 and R^6 are each independently hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, or optionally substituted heterocyclalkyl; or (ii) R^2 and R^6 together form optionally substituted alkylene or optionally substituted alkenylene; and

R^4 and R^5 are selected from (i) and (ii) as follows: (i) R^4 and R^5 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocycl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-N(R^8)R^9$, $-OR^7$, $-S(O)_jR^{11}$ where j is 1 or 2, $-B(R^{22})_2$, $-P(R^{22})_2$, $-P(O)(R^{22})_2$ and $-C(E)R^{23}$, where E is selected from O, S and NR^7 ; or (ii) R^4 and R^5 together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene; or

(b) R^2 and R^5 , or R^2 and R^4 , or R^6 and R^5 , or R^6 and R^4 , together form a 4, 5, 6 or 7 membered optionally substituted heterocycl group, or a 5 or 6 membered optionally substituted heteroaryl group; and the remainder of R^2 , R^4 , R^5 and R^6 are each independently selected as in (i) above;

each R^3 is independently selected from the group consisting of halo, pseudohalo, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-N(R^{12})R^{13}$, $-OR^{14}$, $-C(E)R^{15}$ where E is O, S or NR^7 , and $-S(O)_yR^{16}$ where y is 0, 1 or 2;

or any two R^3 groups, which substitute adjacent carbons on the ring, together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkylenedioxy, optionally substituted thioalkylenoxy, or optionally substituted alkylenedithioxy;

each R^7 is independently selected from the group consisting of hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

R^8 and R^9 are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-S(O)_jR^{10}$ where j is 1 or 2, and $-C(M)R^{11}$, where M is selected from O and S;

or R^8 and R^9 together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{10} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, and optionally substituted heterocyclalkyl;

each R^{11} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$ and $-N(R^7)_2$;

R^{12} and R^{13} are each independently selected from hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-C(M)R^{17}$ where M is O or S, and $-S(O)_jR^{18}$ where j is 1 or 2;

or R^{12} and R^{13} together form optionally substituted alkylene, optionally substituted alkenylene, optionally substituted alkyleneoxyalkylene or optionally substituted alkyleneazaalkylene;

R^{14} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl or $-C(M)R^{17}$ where M is O or S;

R^{15} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁴ or -N(R¹²)R¹³;

R^{16} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OH, -OR¹⁹ or -N(R²⁰)R²¹;

R^{17} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R^{18} is optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, -OR¹⁹ or -N(R²⁰)R²¹;

R^{19} is alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl or heteroaralkyl;

R^{20} and R^{21} are each independently selected from hydrogen, alkyl, alkenyl, alkynyl, cycloalkyl, heterocyclyl, cycloalkylalkyl, heterocyclalkyl, aryl, heteroaryl, aralkyl and heteroaralkyl,

or R^{20} and R^{21} together form alkylene, alkenylene, alkyleneoxyalkylene or alkyleneazaalkylene;

each R^{22} is independently selected from the group consisting of optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^7$ and $-N(R^7)_2$;

R^{23} is hydrogen, optionally substituted alkyl, optionally substituted alkenyl, optionally substituted alkynyl, optionally substituted aryl, optionally substituted heteroaryl, optionally substituted cycloalkyl, optionally substituted heterocyclyl, optionally substituted aralkyl, optionally substituted heteroaralkyl, optionally substituted cycloalkylalkyl, optionally substituted heterocyclalkyl, $-OR^{10}$, $-N(R^7)_2$, or $-N(R^7)N(R^7)_2$;

wherein each of the above R^1 - R^{23} groups, when substituted, are substituted with one or more substituents each independently selected from Q^1 , where Q^1 is halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, cycloalkylcarbonyl, heterocyclcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxycarbonyl, aryloxycarbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocycloxy, heterocyclalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxycarbonyloxy, aralkoxycarbonyloxy,

aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylamino carbonyloxy, diarylamino carbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocabonyl, arylaminothiocabonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylarylaminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylarylamino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxycarbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxycarbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino, heterocyclisulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyno, isothiocyano, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylamino sulfonyloxy, alkylarylamino sulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylamino sulfonyl or alkylarylamino sulfonyl; or two Q^1 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q^1 groups, which substitute the same atom, together form alkylene;

each R^{24} is independently selected from the group consisting of hydrogen, alkyl, aryl, aralkyl, heteroaryl, heteroaralkyl, heterocyclyl and heterocyclylalkyl;

each R^{25} is independently selected from the group consisting of hydroxy, alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl and $-N(R^{27})R^{28}$,

R^{26} is alkoxy, aralkoxy, alkyl, heteroaryl, heterocyclyl, aryl or $-N(R^{27})R^{28}$;

R^{27} and R^{28} are each independently hydrogen, alkyl, aralkyl, aryl, heteroaryl, heteroaralkyl or heterocyclyl, or R^{27} and R^{28} together form alkylene, azaalkylene, oxaalkylene or thiaalkylene;

and each Q^1 is optionally substituted by one or more substituents selected from Q^2 ; where each Q^2 is independently halo, pseudohalo, hydroxy, oxo, thia, nitrile, nitro, formyl, mercapto, carboxy, carboxyalkyl, alkyl, haloalkyl, polyhaloalkyl, aminoalkyl, diaminoalkyl, alkenyl containing 1 to 2 double bonds, alkynyl containing 1 to 2 triple bonds, cycloalkyl, cycloalkylalkyl, heterocyclyl, heterocyclylalkyl, aryl, heteroaryl, aralkyl, aralkenyl, aralkynyl, heteroarylalkyl, trialkylsilyl, dialkylarylsilyl, alkyl diarylsilyl, triarylsilyl, alkylidene, arylalkylidene, alkylcarbonyl, arylcarbonyl, heteroarylcarbonyl, alkoxycarbonyl, alkoxycarbonylalkyl, aryloxy carbonyl, aryloxy carbonylalkyl, aralkoxycarbonyl, aralkoxycarbonylalkyl, arylcarbonylalkyl, aminocarbonyl, alkylaminocarbonyl, dialkylaminocarbonyl, arylaminocarbonyl, diarylaminocarbonyl, arylalkylaminocarbonyl, alkoxy, aryloxy, heteroaryloxy, heteroaralkoxy, heterocyclyloxy, heterocyclylalkoxy, cycloalkoxy, perfluoroalkoxy, alkenyloxy, alkynyloxy, aralkoxy, alkylcarbonyloxy, arylcarbonyloxy, aralkylcarbonyloxy, alkoxycarbonyloxy, aryloxy carbonyloxy, aralkoxycarbonyloxy, aminocarbonyloxy, alkylaminocarbonyloxy, dialkylaminocarbonyloxy, alkylarylaminocarbonyloxy, diarylaminocarbonyloxy, guanidino, isothioureido, amidino, alkylamidino, arylamidino, aminothiocabonyl, alkylaminothiocarbonyl, arylaminothiocarbonyl, amino, aminoalkyl, alkylaminoalkyl, dialkylaminoalkyl, arylaminoalkyl, diarylaminoalkyl, alkylaryl aminoalkyl, alkylamino, dialkylamino, haloalkylamino, arylamino, diarylamino, alkylaryl amino, alkylcarbonylamino, alkoxycarbonylamino, aralkoxycarbonylamino, arylcarbonylamino, arylcarbonylaminoalkyl, aryloxy carbonylaminoalkyl, aryloxyarylcarbonylamino, aryloxy carbonylamino, alkylsulfonylamino, arylsulfonylamino, heteroarylsulfonylamino,

heterocyclysulfonylamino, heteroarylthio, azido, $-N^+(R^{24})_3$, $-P(R^{25})_2$, $-P(O)(R^{25})_2$, $-OP(O)(R^{25})_2$, $-N(R^{24})C(O)R^{26}$, dialkylphosphonyl, alkylarylphosphonyl, diarylphosphonyl, hydroxyphosphonyl, alkylthio, arylthio, perfluoroalkylthio, carboxyalkylthio, thiocyno, isothiocyno, alkylsulfinyloxy, alkylsulfonyloxy, arylsulfinyloxy, arylsulfonyloxy, hydroxysulfonyloxy, alkoxysulfonyloxy, aminosulfonyloxy, alkylaminosulfonyloxy, dialkylaminosulfonyloxy, arylaminosulfonyloxy, diarylaminosulfonyloxy, alkylarylaminosulfonyloxy, alkylsulfinyl, alkylsulfonyl, arylsulfinyl, arylsulfonyl, hydroxysulfonyl, alkoxysulfonyl, aminosulfonyl, alkylaminosulfonyl, dialkylaminosulfonyl, arylaminosulfonyl, diarylaminosulfonyl or alkylarylaminosulfonyl; or two Q^2 groups, which substitute atoms in a 1,2 or 1,3 arrangement, together form alkylenedioxy (*i.e.*, $-O-(CH_2)_y-O-$), thioalkylenoxy (*i.e.*, $-S-(CH_2)_y-O-$) or alkylenedithioxy (*i.e.*, $-S-(CH_2)_y-S-$) where y is 1 or 2; or two Q^2 groups, which substitute the same atom, together form alkylene,

where R^{24} , R^{25} , R^{26} , R^{27} and R^{28} are as defined above;

as a stereoisomer, racemate or mixture thereof; or as a pharmaceutically acceptable derivative thereof; and

(ii) one or more of a second active agent selected from antihyperlipidemic agents, plasma HDL-raising agents, antihypercholesterolemic agents, cholesterol biosynthesis inhibitors (such as HMG CoA reductase inhibitors, such as lovastatin, simvastatin, pravastatin, fluvastatin, atorvastatin and rivastatin), acyl-coenzyme A:cholesterol acyltransferase (ACAT) inhibitors, probucol, raloxifene, nicotinic acid, niacinamide, cholesterol absorption inhibitors, bile acid sequestrants (such as anion exchange resins, or quaternary amines (*e.g.*, cholestyramine or colestipol)), low density lipoprotein receptor inducers, clofibrate, fenofibrate, benzofibrate, cipofibrate, gemfibrozil, vitamin B₆, vitamin B₁₂, anti-oxidant vitamins, β -blockers, LXR \square or ∇ agonists or antagonists, anti-diabetes agents, angiotensin II antagonists, angiotensin

converting enzyme inhibitors, platelet aggregation inhibitors, fibrinogen receptor antagonists, aspirin and fibric acid derivatives.

101. (Currently amended) A compound of Claim 1 selected from the group consisting of the following:

2-naphthalen-1-yl-ethanesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-*C*-phenyl-methanesulfonamide;

2-phenyl-ethenesulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

thiophene-2-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

C-(7,7-dimethyl-2-oxo-bicyclo[2.2.1]hept-1-yl)-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-methanesulfonamide;

3,5-dimethyl-isoxazole-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methyl-methanesulfonamide;

octane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

2-naphthalen-1-yl-ethanesulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

2-phenyl-ethenesulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

thiophene-2-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

C-(7,7-dimethyl-2-oxo-bicyclo[2.2.1]hept-1-yl)-N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-N-methylmethanesulfonamide;

N-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-N-methylmethanesulfonamide;

butane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

3-chloropropane-1-sulfonic acid [3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]methanamide;

[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]-carbamic acid benzyl ester;

nonanoic acid {1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

nonanoic acid [3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-ylmethyl]amide; and

nonanoic acid {1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide; and

nonanoic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide;

4-*tert*-butyl-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-isopropyl-N-methyl-N-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

biphenyl-4-sulfonic acid methyl-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]amide;

4-methoxy-*N*-methyl-*N*-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide; and

4-chloro-*N*-methyl-*N*-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-*tert*-butyl-*N*-methyl-*N*-[1-(3-methyl-4-oxo-3,4-dihydroquinazolin-2-yl)ethyl]benzamide;

3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

3-(3,5-dimethylphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

2-(1-methylaminoethyl)-3-phenyl-3*H*-quinazolin-4-one;

3-(4-bromophenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

3-(4-methoxyphenyl)-7-methyl-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

8-methoxy-3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

5-methoxy-3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

6-methoxy-3-(4-methoxyphenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

3-(4-dimethylamino-phenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one; and

3-(4-fluorophenyl)-2-(1-methylaminoethyl)-3*H*-quinazolin-4-one;

4-*tert*-butyl-*N*-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[6-methoxy-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-*tert*-butyl-*N*-{1-[3-(4-chlorophenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-*N*-methylbenzenesulfonamide;

4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-tert-butyl-N-methyl-N-[1-(4-oxo-3-p-tolyl-3,4-dihydroquinazolin-2-yl)ethyl]benzenesulfonamide;

4-tert-butyl-N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-tert-butyl-N-{1-[3-(4-methoxyphenyl)-6-methyl-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

4-tert-butyl-N-{1-[6-chloro-3-(4-methoxyphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-N-methylbenzenesulfonamide;

N-{1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}-4-isopropyl-N-methylbenzenesulfonamide; and

biphenyl-4-sulfonic acid {1-[3-(2,4-dimethylphenyl)-4-oxo-3,4-dihydroquinazolin-2-yl]ethyl}methanamide.

102. (Cancelled)

103. (New) The compound of claim 50 having one or more features selected from the group consisting of the following:

a) R^{1a} is selected from the group consisting of alkyl, hydroxy, alkoxy, alkoxyalkoxy and aralkoxy;

b) R⁴ is hydrogen or alkyl;

c) R³ is independently selected from the group consisting of hydrogen, alkyl, alkoxy and halo; and

d) R^{5a} is independently selected from the group consisting of alkyl, alkoxy, halo and alkylcarbonyl.

104. (New) The compound of claim 103 having one or more features selected from the group consisting of the following:

- a) R^{1a} is alkoxy;
- b) R⁴ is alkyl;
- c) R³ is selected from the group consisting of hydrogen, halo, alkoxy and alkyl; and
- d) R^{5a} is selected from the group consisting of *tert*-butyl and isopropyl.